

RECORDATION NO. 1797FD FILED

DEC 22 '06 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 22, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of December 22, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and the Board under Recordation Number 17971.

The names and addresses of the parties to the enclosed document are:

Assignor: Sonoma Trust III  
by Wilmington Trust Company, not in its individual  
capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19801-0001

Assignee: The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20th Floor  
New York, NY 10036

Mr. Vernon A. Williams  
December 22, 2006  
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A description of the railroad equipment covered by the enclosed document  
is:

136 railcars: CCLX 1200 – CCLX 1339 (excluding CCLX 1271, CCLX  
1253, CCLX 1290 and CCLX 1320).


A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

DEC 22 '06 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum") made and entered into as of December 22, 2006 by and between Sonoma Trust III, as assignor ("Assignor"), and The CIT Group/Equipment Financing, Inc., as assignee ("Assignee").

## WITNESSETH:

1. Assignor and Assignee have entered into an Assignment and Assumption Agreement dated as of the date hereof (the "Agreement"), pursuant to which Assignor agreed to sell and assign, and Assignee agreed to purchase from Assignor, Assignor's rights, liabilities, obligations, title and interest in and to certain equipment leases and the items of equipment leased thereunder.

2. Pursuant to the Agreement, Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain Railroad Equipment Lease (the "Lease") dated as of October 9, 1992 of Trinity Industries Leasing Company (the "Lessee") description of the lease relating to the railroad equipment and the Lease is set forth in Exhibit A hereto. The railroad equipment is described in Exhibit B hereto (the "Equipment").

3. The parties hereto wish to show for public record, through this Memorandum, the existence of the Agreement and their respective interests therein. Accordingly, the parties have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

SONOMA TRUST III

By: WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as  
Trustee for Sonoma Trust III

By: \_\_\_\_\_

Name: Jose Paredes

Title: Assistant Vice President

STATE OF DELAWARE )

) ss:

COUNTY OF NEW CASTLE )

The foregoing Memorandum of Assignment and Assumption Agreement was acknowledged before me, the undersigned Notary Public this 19 day of December, 2006 by Jose Paredes, as A.V.P. of Wilmington Trust Company, not in its individual capacity, but solely as Trustee for of Sonoma Trust III, on behalf of the corporation.

Kimberly E. Faulhaber

Notary Public

My commission expires: KIMBERLY ELIZABETH FAULHABER

Notary Public - State of Delaware

My Comm. Expires April 9, 2007

THE CIT GROUP/EQUIPMENT FINANCING,  
INC.

By: Nancy A. Nardella  
Name: Nancy A. Nardella  
Title: Vice President

STATE OF NEW YORK     )  
                                  ) ss:  
COUNTY OF NEW YORK    )

The foregoing Memorandum of Assignment and Assumption Agreement was acknowledged before me, the undersigned Notary Public this 22<sup>nd</sup> day of December, 2006, by Nancy A. Nardella, as a Vice President of THE CIT GROUP/EQUIPMENT FINANCING INC., on behalf of the corporation.

My commission expires:

BARBARA J. JARVIS  
Notary Public, State of New York  
No. 01648085133  
Filed in Nassau County  
and State filed in New York City  
My Commission Expires Sept. 8, 2010

Barbara Jarvis  
Notary Public

EXHIBIT A  
to

MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

LEASE

Railroad Equipment Lease No. 0063750 dated as of October 9, 1992 between EntreCap Financial LLC (successor by conversion to EntreCap Financial Corporation, f/k/a Pitney Bowes Credit Corporation), and Trinity Industries Leasing Company.

EXHIBIT B  
to  
MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

EQUIPMENT

Quantity	Description	Original Car Mark and Number	Current Car Mark and Number
136	17,574 gal. capacity DOT 111A100W1 railroad tank cars	CCLX 1200-1299 and CCLX 1300-1339, excluding CCLX 1271, CCLX 1253, CCLX 1290, CCLX 1320	CCLX 1200-1299 and CCLX 1300-1339, excluding CCLX 1271, CCLX 1253, CCLX 1290, CCLX 1320

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

12/22/06



\_\_\_\_\_  
Robert W. Alvord